



QUARTERLY STATEMENT

AS OF MARCH 31, 2013
OF THE CONDITION AND AFFAIRS OF THE

Humana Benefit Plan of Illinois, Inc.

NAIC Group Code	0119	0119	NAIC Company Code	60052	Employer's ID Number	37-1326199
	(Current Period)	(Prior Period)				
Organized under the Laws of	Illinois			State of Domicile or Port of Entry	Illinois	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [X]		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization []	
	Other []				Is HMO, Federally Qualified? Yes [] No []	
Incorporated/Organized	06/20/1994		Commenced Business		02/01/1995	
Statutory Home Office	7915 N. Hale Ave., Ste. D			Peoria, IL, US 61615		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	500 West Main Street		Louisville, KY, US 40202		502-580-1000	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	P.O. Box 740036		Louisville, KY, US 40201-7436			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	500 West Main Street		Louisville, KY, US 40202		502-580-1000	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.humana.com					
Statutory Statement Contact	Liz Young			502-580-3025		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	DOIINQUIRIES@humana.com			502-580-2099		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Bruce Dale Broussard	President & CEO	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Jonathan Albert Canine	Appointed Actuary

OTHER OFFICERS

George Grant Bauernfeind	Vice President	Elizabeth Diane Bierbower	Pres., Employer Group Segment
John Gregory Catron	VP & Chief Compliance Officer	Roy Goldman Ph.D	VP & Chief Actuary
Charles Frederic Lambert III	Vice President	Brian Phillip LeClaire	Sr.VP&Chief Service&Info Officer
Thomas Joseph Liston	President, Retail Segment	Heidi Suzanne Margulis	Sr. Vice President
Khalid Nazir	Vice President	Timothy Patrick O'Rourke #	RegPres-SrProd/Great Lakes Reg
Bruce Devereau Perkins	Pres.,Health&Well-Being Serv Seg	Richard Donald Remmers	Seg. VP, Employer Group Sales
William Joseph Tait	Vice President	Pattie Dale Tye	President, Large Group
Joseph Christopher Ventura	Assistant Secretary	Timothy Alan Wheatley	VP - Senior Products
Ralph Martin Wilson	Vice President		

DIRECTORS OR TRUSTEES

James Harry Bloem	Bruce Dale Broussard	Neal Curtis Fischer M.D.	James Elmer Murray
Ross Alan Westreich	Vacancy		

State ofKentucky.....
County ofJefferson..... ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Bruce Dale Broussard President & CEO	Joan Olliges Lenahan VP & Corporate Secretary	James Harry Bloem Sr. VP, CFO & Treasurer
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Subscribed and sworn to before me this
10th day of May, 2013

Myra Carpenter, Notary Public
August 9, 2013

- a. Is this an original filing? Yes [X] No []
- b. If no:
1. State the amendment number
 2. Date filed
 3. Number of pages attached

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	46,876,552		46,876,552	43,983,669
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$2,461,004), cash equivalents (\$0) and short-term investments (\$8,666,830)	11,127,834		11,127,834	6,805,107
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	58,004,386	0	58,004,386	50,788,776
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	402,373		402,373	494,599
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,953,626	94,645	3,858,981	3,882,343
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	5,267,533		5,267,533	2,795,146
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	1,083,739		1,083,739	948,336
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	9,442,153	4,574,517	4,867,636	4,867,636
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	10,924	689	10,235	13,078
21. Furniture and equipment, including health care delivery assets (\$0)	85,827	85,827	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$780,138) and other amounts receivable	926,686	1,072	925,614	461,122
25. Aggregate write-ins for other than invested assets	216,499	216,499	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	79,393,746	4,973,249	74,420,497	64,251,036
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	79,393,746	4,973,249	74,420,497	64,251,036
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Commissions	190,903	190,903	0	0
2502. Prepaid Expenses	25,596	25,596	0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	216,499	216,499	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded).....	17,086,037	434,919	17,520,956	15,753,826
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	280,939		280,939	258,112
4. Aggregate health policy reserves including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act.....	1,137,824		1,137,824	866,485
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	896,900		896,900	895,422
9. General expenses due or accrued	262,952		262,952	158,959
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	10,117
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable	892		892	874
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	722,333		722,333	680,775
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	5,233,179		5,233,179	186,755
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	1,438,367		1,438,367	395,244
23. Aggregate write-ins for other liabilities (including \$55,599 current)	55,599	0	55,599	413,849
24. Total liabilities (Lines 1 to 23).....	27,115,022	434,919	27,549,941	19,620,418
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	61,300,000	61,300,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(16,929,444)	(19,169,382)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	46,870,556	44,630,618
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	74,420,497	64,251,036
DETAILS OF WRITE-INS				
2301. OPM Contract Reserves.....	55,599	0	55,599	126,914
2302. Medicare Risk Adjustment & Premiums Payable.....	0	0	0	286,935
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	55,599	0	55,599	413,849
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	55,599	53,891	214,550
2. Net premium income (including \$ 0 non-health premium income).....	XXX	45,438,136	42,742,239	164,471,640
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	45,438,136	42,742,239	164,471,640
Hospital and Medical:				
9. Hospital/medical benefits	911,828	33,315,063	32,905,065	128,050,164
10. Other professional services		65,758	118,058	242,560
11. Outside referrals			0	0
12. Emergency room and out-of-area	35,677	654,591	678,100	3,405,779
13. Prescription drugs		4,135,385	5,125,299	13,870,854
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	947,505	38,170,797	38,826,522	145,569,357
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	947,505	38,170,797	38,826,522	145,569,357
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,832,926 cost containment expenses.....		2,135,416	1,693,154	7,634,358
21. General administrative expenses.....		3,492,564	2,949,511	12,498,944
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	(3,000,000)
23. Total underwriting deductions (Lines 18 through 22)	947,505	43,798,777	43,469,187	162,702,659
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,639,359	(726,948)	1,768,981
25. Net investment income earned		455,129	406,643	1,816,163
26. Net realized capital gains (losses) less capital gains tax of \$514		954	(196)	132,699
27. Net investment gains (losses) (Lines 25 plus 26)	0	456,083	406,447	1,948,862
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	17,770	17,770
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	2,095,442	(302,731)	3,735,613
31. Federal and foreign income taxes incurred	XXX	(514)	(157,821)	(61,336)
32. Net income (loss) (Lines 30 minus 31)	XXX	2,095,956	(144,910)	3,796,949
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Miscellaneous Income.....	0	0	17,770	17,770
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	17,770	17,770

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	44,630,618	39,660,284	39,660,284
34. Net income or (loss) from Line 32	2,095,956	(144,910)	3,796,949
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	118	13,295	8,564
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	(4,936,069)
39. Change in nonadmitted assets	143,864	(151,769)	2,412,489
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	3,319,085
44. Capital Changes:			
44.1 Paid in		0	1,500,000
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	(1,500,000)
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	369,316
48. Net change in capital and surplus (Lines 34 to 47)	2,239,938	(283,384)	4,970,334
49. Capital and surplus end of reporting period (Line 33 plus 48)	46,870,556	39,376,900	44,630,618
DETAILS OF WRITE-INS			
4701. Correction of Prior Period- Deferred Tax Provision.....	0	0	369,316
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	369,316

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	42,984,881	51,905,928	163,276,268
2. Net investment income	614,521	675,640	2,011,075
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	43,599,402	52,581,568	165,287,343
5. Benefit and loss related payments	36,403,667	37,843,023	142,532,124
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	4,585,493	3,429,872	19,454,184
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$514 tax on capital gains (losses).....	10,117	182,742	552,057
10. Total (Lines 5 through 9)	40,999,277	41,455,637	162,538,365
11. Net cash from operations (Line 4 minus Line 10)	2,600,125	11,125,931	2,748,978
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,054,208	2,345,617	9,898,214
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	(301)	(324)
12.7 Miscellaneous proceeds	0	3,663,338	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,054,208	6,008,654	9,897,890
13. Cost of investments acquired (long-term only):			
13.1 Bonds	4,012,671	4,768,072	15,122,969
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	4,012,671	4,768,072	15,122,969
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(2,958,463)	1,240,582	(5,225,079)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	4,681,065	(1,552,896)	237,489
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	4,681,065	(1,552,896)	237,489
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	4,322,727	10,813,617	(2,238,612)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	6,805,107	9,043,719	9,043,719
19.2 End of period (Line 18 plus Line 19.1)	11,127,834	19,857,336	6,805,107

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	17,686	.0	.0	.0	1,284	.572	1,270	14,560	.0	.0
2. First Quarter	18,525	.0	.0	.0	1,421	.714	1,197	15,193	.0	.0
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	55,599				4,228	2,068	3,597	45,706		
Total Member Ambulatory Encounters for Period:										
7. Physician	40,361						5,273	35,088		
8. Non-Physician	50,295						3,767	46,528		
9. Total	90,656	0	0	0	0	0	9,040	81,616	0	0
10. Hospital Patient Days Incurred	13,147						324	12,823		
11. Number of Inpatient Admissions	2,788						126	2,662		
12. Health Premiums Written (a).....	45,439,474				41,927	50,731	1,741,719	43,605,097		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	45,439,474				41,927	50,731	1,741,719	43,605,097		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	36,790,378				22,091	34,261	2,674,422	34,059,604		
18. Amount Incurred for Provision of Health Care Services	38,170,797				32,070	32,986	2,717,027	35,388,714		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 43,605,097

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims unpaid (Reported)						
ADVOCATE BROMENN MEDICAL CENTER.....	12,811					12,811
AIR EVAC EMS INC QUINCY.....	6,908					6,908
ALDEN ALMA NELSON MANOR.....	3,621					3,621
ALPINE FIRESIDE HEALTH CENTER.....	2,664					2,664
ANN R STROINK MD.....	4,445					4,445
ARCTIC AX US LTD.....	3,560					3,560
BAYADA HOME HEALTH CARE INC.....	2,132					2,132
BELOIT MEMORIAL HOSPITAL.....	6,940					6,940
CENTER FOR ORTHOPEDIC MEDICAL CENTER.....	5,089					5,089
CHANDLER REGIONAL HOSPITAL.....	2,677					2,677
CHIRAVUDH SAWETAWAN MD.....	2,549					2,549
EAST BANK CENTER LLC.....	3,903					3,903
EDGEPAK MEDICAL SUPPLIES.....	2,687					2,687
FREDERICK A SWEET MD.....	7,990					7,990
FREEPORT REHAB AND HEALTH.....	4,372					4,372
GALESBURG COTTAGE HOSPITAL.....	4,514					4,514
GENERAL FACILITY SERVICES.....	2,996	53,318				56,314
GRAHAM HOSPITAL ASSOCIATION.....	8,482					8,482
GREATER PEORIA SPECIALTY HOSPITAL.....	6,151					6,151
HEARTLAND OF GALESBURG IL LLC.....	9,268					9,268
HEARTLAND OF NORMAL IL LLC.....	8,839					8,839
HEARTLAND OF PEORIA IL LLC.....	9,046					9,046
HEARTLAND RIVERVIEW E PEORIA.....	4,807					4,807
HERITAGE MANOR NORMAL LLC.....	3,368					3,368
HOME BRIDGE CENTER.....	2,222					2,222
ILLINOIS VALLEY COMMUN HOSPITAL.....	6,053					6,053
JASON M SEIBLY.....	5,044					5,044
JENNERSVILLE REGIONAL HOSPITAL.....	3,192					3,192
KARMENTA CENTER.....	2,679					2,679
MADISON VAMC.....	27,371					27,371
MAPLE CREST CARE CENTRE.....	5,981					5,981
MCDONOUGH DISTRICT HOSPITAL.....	2,736					2,736
MERCY HOSPITAL JANESVILLE.....	3,777					3,777
MERCY MEDICAL CENTER CLINTON.....	4,329					4,329
MERITER HOSPITAL INC.....	12,617	57,081				69,698
METHODIST MED CTR OF ILLINOIS.....			3,155			3,155
MICHELE T GLASGOW MD.....		4,859				4,859
NORTHERN I LLINOIS RETINA LTD.....	2,212					2,212
O S F SYSTEM LABORATORY.....			2,624			2,624
OTTAWA REGIONAL HOSPITAL & HEALTH.....	11,140					11,140
PEKIN MEMORIAL HOSPITAL.....	19,688					19,688
PEORIA COUNTY.....	7,002					7,002
PLEASANT VIEW LUTHER HOME.....	3,491					3,491
PREMIER REHABILITATION.....	3,684					3,684
PROCTOR HOSPITAL.....	18,058	44,178		53,256		115,492
PROVENA COR MARIAE CENTER.....	3,621					3,621
PROVENA ST JOSEPH CENTER.....	2,287					2,287
QUAD CITY HELICOPTER EMS.....	3,130					3,130
RCGCI PEKIN.....	8,822					8,822
ROCHELLE REHAB & HEALTH.....	2,059					2,059
ROCKFORD HEALTH SYSTEMS VNA.....		3,257				3,257
ROCKFORD MEMORIAL HOSPITAL.....	11,672					11,672
ROSEWOOD CARE CENTER OF PEORIA.....	7,905					7,905
ROSEWOOD CARE CENTER OF ROCKFORD.....	4,697					4,697
ROSEWOOD CARE CTR OF EAST PEORIA.....	9,234					9,234

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
SAINT FRANCIS MEDICAL CENTER.....	205,659	194,594				400,253
SOUTH SEMINOLE HOSPITAL.....	3,576					3,576
ST ANTHONY MEDICAL CENTER.....	64,176					64,176
ST JOHN HOSPITAL OF THE HOSPITAL.....	2,061					2,061
ST JOSEPH MEDICAL CENTER.....	24,095					24,095
ST MARGARETS HOSPITAL.....	5,070					5,070
ST MARY MEDICAL CENTER.....	41,900					41,900
THE MONROE CLINIC INC.....	6,353					6,353
TOULON REHABILITATION & HEALTH.....	2,591					2,591
UNIV OF IOWA HOSP & CLINICS.....	34,738					34,738
UNIV OF WIS HOSPITAL & CLINIC.....	9,331					9,331
WASHINGTON CHRISTIAN VILLAGE.....	7,736					7,736
WILLOWS HEALTH & REHAB CENTER.....	2,427					2,427
01999999 Individually listed claims unpaid.....	734,235	357,287	5,779	53,256	0	1,150,557
02999999 Aggregate accounts not individually listed-uncovered.....	57,387	8,995	7	628	382	67,399
03999999 Aggregate accounts not individually listed-covered.....	45,062				5,187	50,249
04999999 Subtotals.....	836,684	366,282	5,786	53,884	5,569	1,268,205
05999999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	16,252,751
06999999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	0
07999999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	17,520,956
08999999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	0

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental only	9,623	24,638	3,295	5,069	12,918	9,639
4. Vision only		22,091		9,979	0	0
5. Federal Employees Health Benefits Plan	616,219	2,095,565	247,660	818,957	863,879	1,012,500
6. Title XVIII - Medicare	11,410,765	23,004,904	2,390,878	14,045,118	13,801,643	14,731,687
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	12,036,607	25,147,198	2,641,833	14,879,123	14,678,440	15,753,826
10. Health care receivables (a)		780,138			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	12,036,607	24,367,060	2,641,833	14,879,123	14,678,440	15,753,826

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Illinois Department of Insurance.

The Illinois Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Illinois for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Illinois Insurance Law. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Illinois. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Illinois is shown below:

	State of Domicile		2013		2012
Net Income					
1. Humana Benefit Plan of Illinois, Inc. Illinois basis	IL	\$	2,095,956	\$	3,796,949
2. State Prescribed Practices that increase/(decrease) NAIC SAP	IL		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	IL		-		-
4. NAIC SAP	IL	\$	2,095,956	\$	3,796,949
Surplus					
5. Humana Benefit Plan of Illinois, Inc. Illinois basis	IL	\$	46,870,556	\$	44,630,618
6. State Prescribed Practices that increase/(decrease) NAIC SAP	IL		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	IL		-		-
8. NAIC SAP	IL	\$	46,870,556	\$	44,630,618

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members’ prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment’s fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company’s intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.
- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Not Applicable.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

- (12) The Company does not have real estate held for the production of income.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

The Company adopted the provisions of SSAP No. 101 *Income Taxes A Replacement of SSAP 10R and SSAP 10* in 2012. SSAP No. 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP No. 3 *Accounting Changes and Correction of Errors*. The cumulative effect of this change in accounting principle resulted in a \$3,319,085 increase in unassigned surplus.

In 2012, the Company determined that the 2011 & prior deferred tax provisions included certain items that were not realizable in one year. This error resulted in a \$369,316 overstatement of both the 2011 net admitted deferred tax asset and ending capital and surplus. The error had no impact on total liabilities or net income at December 31, 2011. Consistent with SSAP No. 3, an adjustment to unassigned surplus has been recorded in the fourth quarter of 2012 as an aggregate write-in on line 47 of the capital and surplus account rollforward. The adjustment is 0.57 percent of net admitted assets and 0.83 percent of total capital and surplus.

NOTES TO THE FINANCIAL STATEMENTS

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at March 31, 2013.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at March 31, 2013:

(a) The aggregate amount of unrealized losses:

1.	Less than 12 Months	\$	(42,990)
2.	12 Months or Longer	\$	-

(b) The aggregate related fair value of securities with unrealized losses:

1.	Less than 12 Months	\$	3,804,569
2.	12 Months or Longer	\$	-

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

(1) The Company has no repurchase agreements or securities lending transactions.

(2) The Company has not pledged any of its assets as collateral.

(3-5) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10 percent of its admitted assets.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

NOTES TO THE FINANCIAL STATEMENTS

7. Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default.

- B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2012.

10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2012 and 2011 were approximately \$14.8 million and \$16.1 million, respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. At December 31, 2012, the Company reported \$5.2 million amounts due to Humana, Inc. Amounts due to or from parent are generally settled within 30 days.

- G. All outstanding shares of the Company are owned by the Parent Company.

- H. Not applicable.

- I. Not applicable.

- J. Not applicable.

- K. Not applicable.

- L. Not applicable.

11. Debt

- A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

- B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

- A. Defined Benefit Plans

Not Applicable.

- B. Defined Contribution Plans

Not Applicable.

- C. Multiemployer Plans

Not Applicable.

- D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2012.

- E. Post Employment Benefits and Compensated Absences

Not Applicable.

- F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

- 1) The Company has \$25.00 par value common stock with 100,000 shares authorized and 100,000 shares issued and outstanding. All shares are common stock shares.

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NOTES TO THE FINANCIAL STATEMENTS

- 2) The Company has no preferred stock outstanding.
- 3-5) Dividends are non cumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or ten percent of policyholders surplus funds derived from realized net operating profits. Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders. No dividends were paid as of March 31, 2013.
- 6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) Not Applicable.
- 10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$118.
- 11) Not Applicable.
- 12) Not Applicable.
- 13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Company does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of March 31, 2013.

15. Leases

No material change since year-end December 31, 2012.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or with Concentrations of Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

(1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.

(2) As of March 31, 2013, the Company has recorded a receivable from CMS of \$1.1 million related to the cost share

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

and reinsurance components of administered Medicare products. The Company does not have any additional receivables from payors whose account balance is greater than 10 percent of the Company's accounts receivable from uninsured A&H plans or \$10,000.

- (3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues or receivables.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

- A. (1) The Company did not have any financial assets carried at fair value at March 31, 2013.

- (2) Rollforward of Level 3 Items

Not Applicable.

- (3) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2012 and March 31, 2013.

- (4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended March 31, 2013.

- (5) Derivative Fair Values

Not Applicable.

- B. Other Fair Value Disclosures

Not Applicable.

- C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Not Applicable.

- D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

21. Other Items

- A. Extraordinary Items

Not Applicable.

- B. Troubled Debt Restructuring: Debtors

Not Applicable.

- C. Other Disclosures

Not Applicable.

- D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable and Non-transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

(1) The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(2) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

(3) Direct exposure through other investments:

- a. Residential mortgage backed securities – No substantial exposure noted.
- b. Commercial mortgage-backed securities – No substantial exposure noted.
- c. Collateralized debt obligations – No substantial exposure noted.
- d. Structured securities – No substantial exposure noted.
- e. Equity investment in SCAs– No substantial exposure noted.
- f. Other assets – No substantial exposure noted.

(4) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

H. Retained Assets

Not Applicable.

22. Events Subsequent

Subsequent events have been considered through May 10, 2013 for the statutory statement issued on May 10, 2013. On April 1, 2013, the Company requested and received approval from the Department to pay dividends to Humana, Inc. of \$4.0 million, of which \$4.0 million was deemed extraordinary. On April 29, 2013, the Company paid this \$4.0 million dividend to Humana, Inc. No other subsequent events came to the Company's attention that were deemed necessary for disclosure.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

(1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
 - b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
 - B. The Company records accrued retrospective premium as an adjustment to earned premiums.
 - C. The amount of net premiums written by the Company at March 31, 2013 that are subject to retrospective rating features was \$5.3 million that represented 11.59 percent of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
 - D. Medical loss ratio rebates required pursuant to the Public Health Service Act
- Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were \$15.9 million. As of March 31, 2013, \$12.1 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$2.7 million as a result of reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$1.1 million favorable prior-quarter development since December 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated group insurance policies.

26. Intercompany Pooling Arrangements

A.-G. Not Applicable.

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

NOTES TO THE FINANCIAL STATEMENTS

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements		Pharmacy Rebates as Billed or Otherwise Confirmed		Actual Rebates Received Within 90 Days of Billing		Actual Rebates Received Within 91 to 180 Days of Billing		Actual Rebates Received More than 181 Days after Billing	
3/31/2013	\$	780,138	\$	780,138	\$	-	\$	-	\$	-
12/31/2012	\$	289,460	\$	289,460	\$	289,460	\$	-	\$	-
9/30/2012	\$	738,409	\$	738,409	\$	634,442	\$	103,967	\$	-
6/30/2012	\$	936,016	\$	936,016	\$	807,510	\$	128,506	\$	-
3/31/2012	\$	668,539	\$	668,539	\$	356,247	\$	312,292	\$	-
12/31/2011	\$	435,386	\$	435,386	\$	435,386	\$	-	\$	-
9/30/2011	\$	537,982	\$	537,982	\$	537,982	\$	-	\$	-
6/30/2011	\$	583,020	\$	583,020	\$	583,020	\$	-	\$	-
3/31/2011	\$	593,172	\$	593,172	\$	593,172	\$		\$	
12/31/2010	\$	467,011	\$	467,011	\$	467,011	\$	-	\$	-
9/30/2010	\$	889,094	\$	889,094	\$	889,094	\$	-	\$	-
6/30/2010	\$	920,213	\$	920,213	\$	920,213	\$	-	\$	-
3/31/2010	\$	472,399	\$	472,399	\$	472,399	\$	-	\$	-

B. Risk Sharing Receivables

Risk sharing receivables include estimated recoveries on plan-to-plan and state-to-plan adjustments attributable to benefits paid for Medicare beneficiaries. These estimated recoveries from other Medicare carriers and state Medicaid plans are recorded based upon reported overpayments, adjusted for historical recovery patterns.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

1.

Liability carried for premium deficiency reserves

\$

-
2.

Date of the most recent evaluation of this liability

March 31, 2013
3.

Was anticipated investment income utilized in the calculation?

Yes ()

No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.10 percent.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
.....
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☒ NA ☐
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

07/05/2012
- 6.4

By what department or departments?
Illinois Department of Insurance.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
N/A.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$0	\$0
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$0

16.3 Total payable for securities lending reported on the liability page

\$0

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes ☒ No ☐

17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	4 Metro Tech Center.....
.....	16th Floor Mail Code: NY1-C5121.....
.....	Brooklyn, NY 11245.....
.....	Attn: Barbara J. Walsh.....

17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes ☐ No ☒

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107105.00.....	Blackrock, Inc.....	40 East 52nd Street, New York, NY 10022.....
.....
.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes ☒ No ☐

18.2 If no, list exceptions:
N/A.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	88.0 %
1.2	A&H cost containment percent	4.0 %
1.3	A&H expense percent excluding cost containment expenses.....	8.4 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

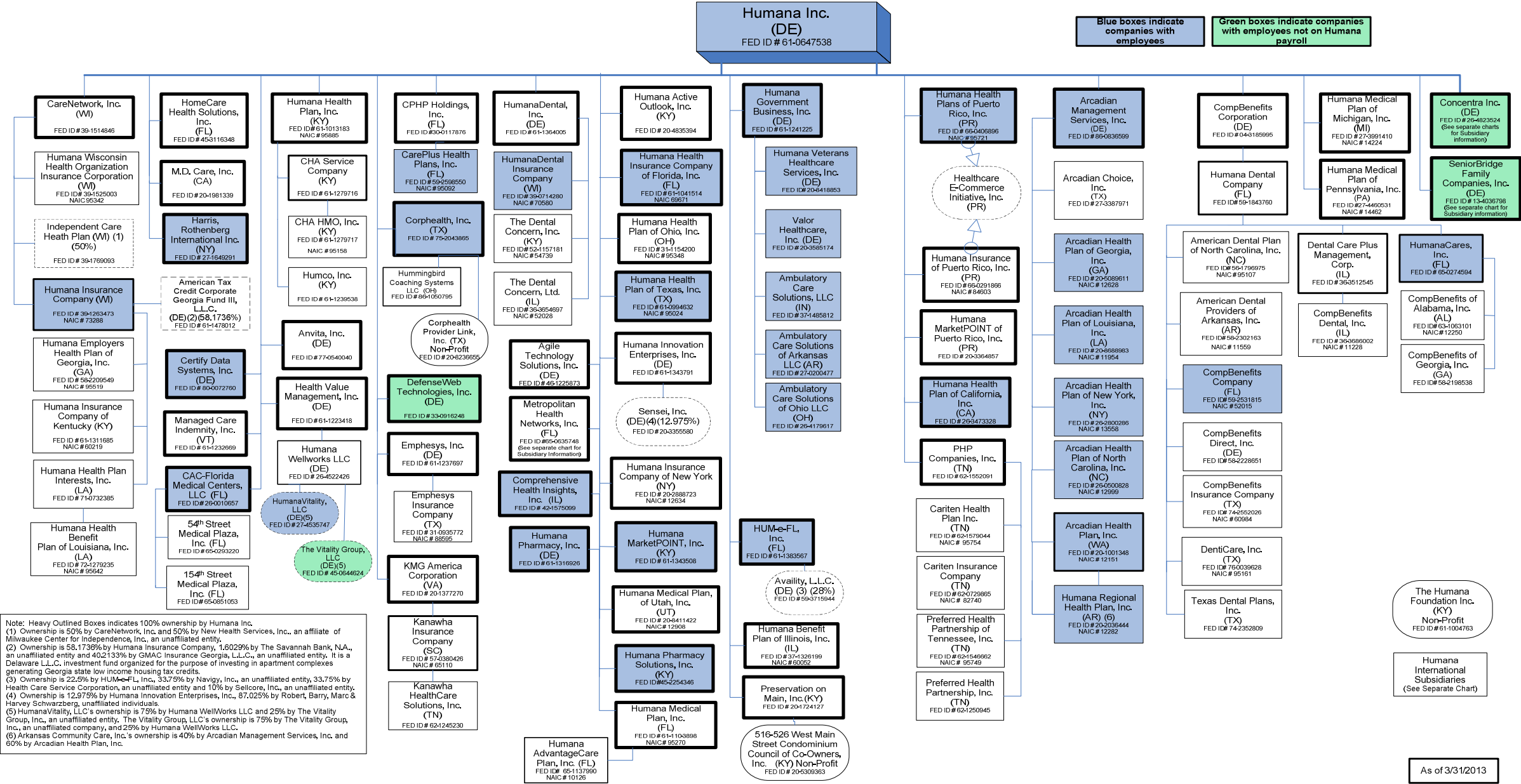
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1 Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	L						0		
4. Arkansas	AR	L						0		
5. California	CA	N						0		
6. Colorado	CO	L						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	L						0		
12. Hawaii	HI	L						0		
13. Idaho	ID	L						0		
14. Illinois	IL	L	85,398	42,428,138	1,741,719			44,255,255		
15. Indiana	IN	L						0		
16. Iowa	IA	L						0		
17. Kansas	KS	L						0		
18. Kentucky	KY	L						0		
19. Louisiana	LA	N						0		
20. Maine	ME	L						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L						0		
24. Minnesota	MN	L						0		
25. Mississippi	MS	L						0		
26. Missouri	MO	L						0		
27. Montana	MT	L						0		
28. Nebraska	NE	L						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	L						0		
35. North Dakota	ND	L						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	L						0		
38. Oregon	OR	L						0		
39. Pennsylvania	PA	L	7,260	1,176,959				1,184,219		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	L						0		
42. South Dakota	SD	L						0		
43. Tennessee	TN	L						0		
44. Texas	TX	L						0		
45. Utah	UT	N						0		
46. Vermont	VT	L						0		
47. Virginia	VA	N						0		
48. Washington	WA	L						0		
49. West Virginia	WV	L						0		
50. Wisconsin	WI	L						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	92,658	43,605,097	0	1,741,719	0	0	45,439,474	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 31	92,658	43,605,097	0	1,741,719	0	0	45,439,474	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

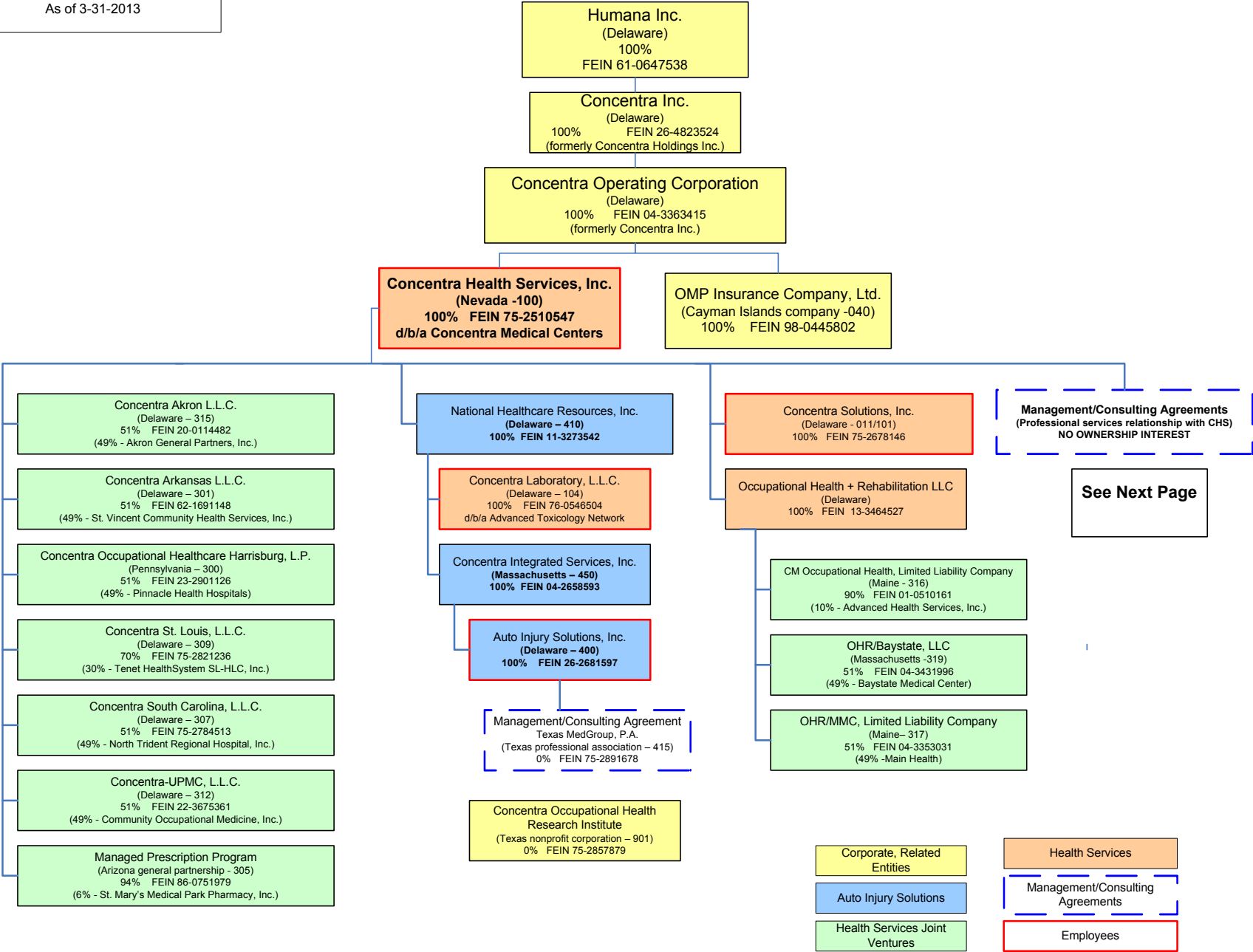
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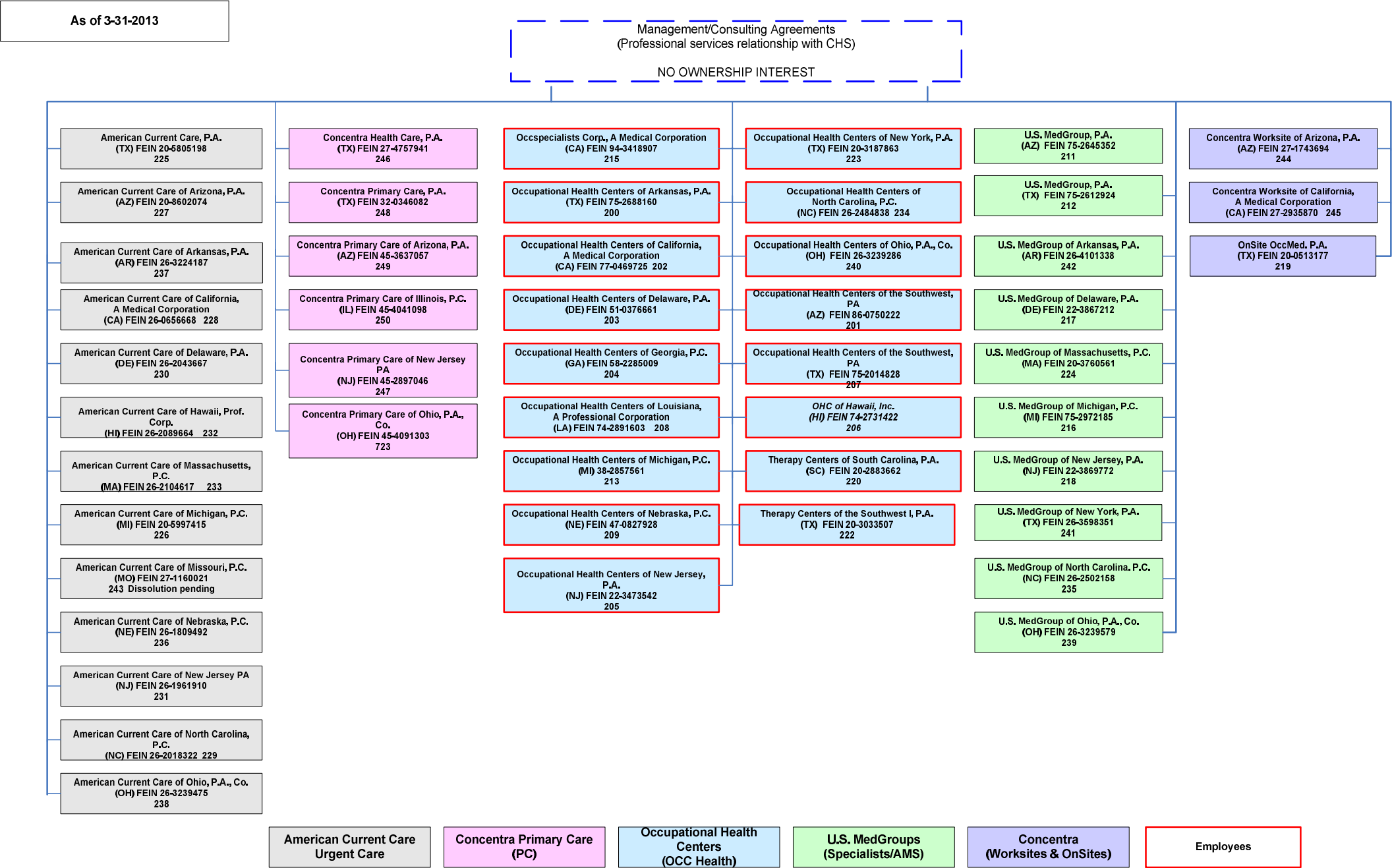
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

As of 3-31-2013

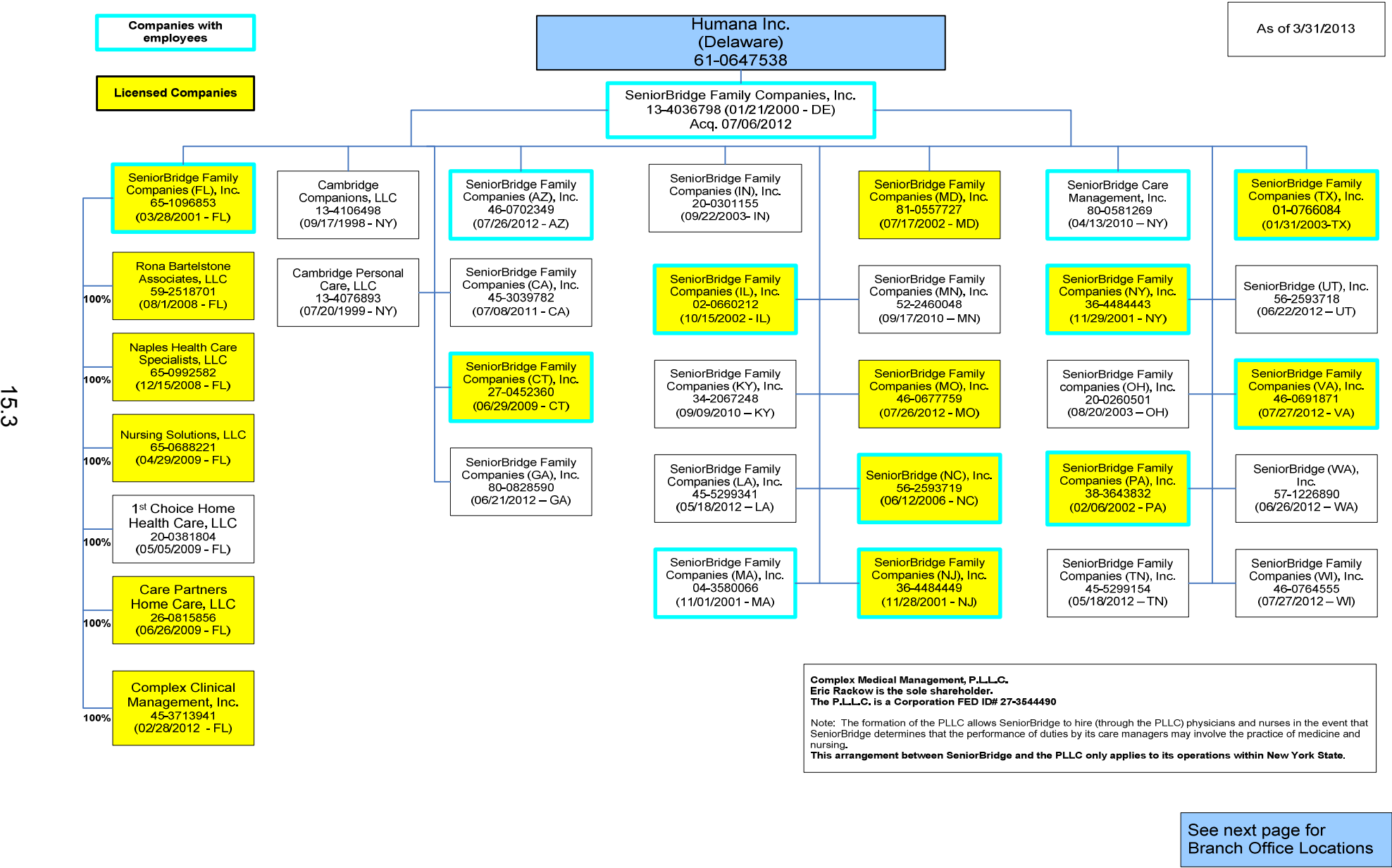
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SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

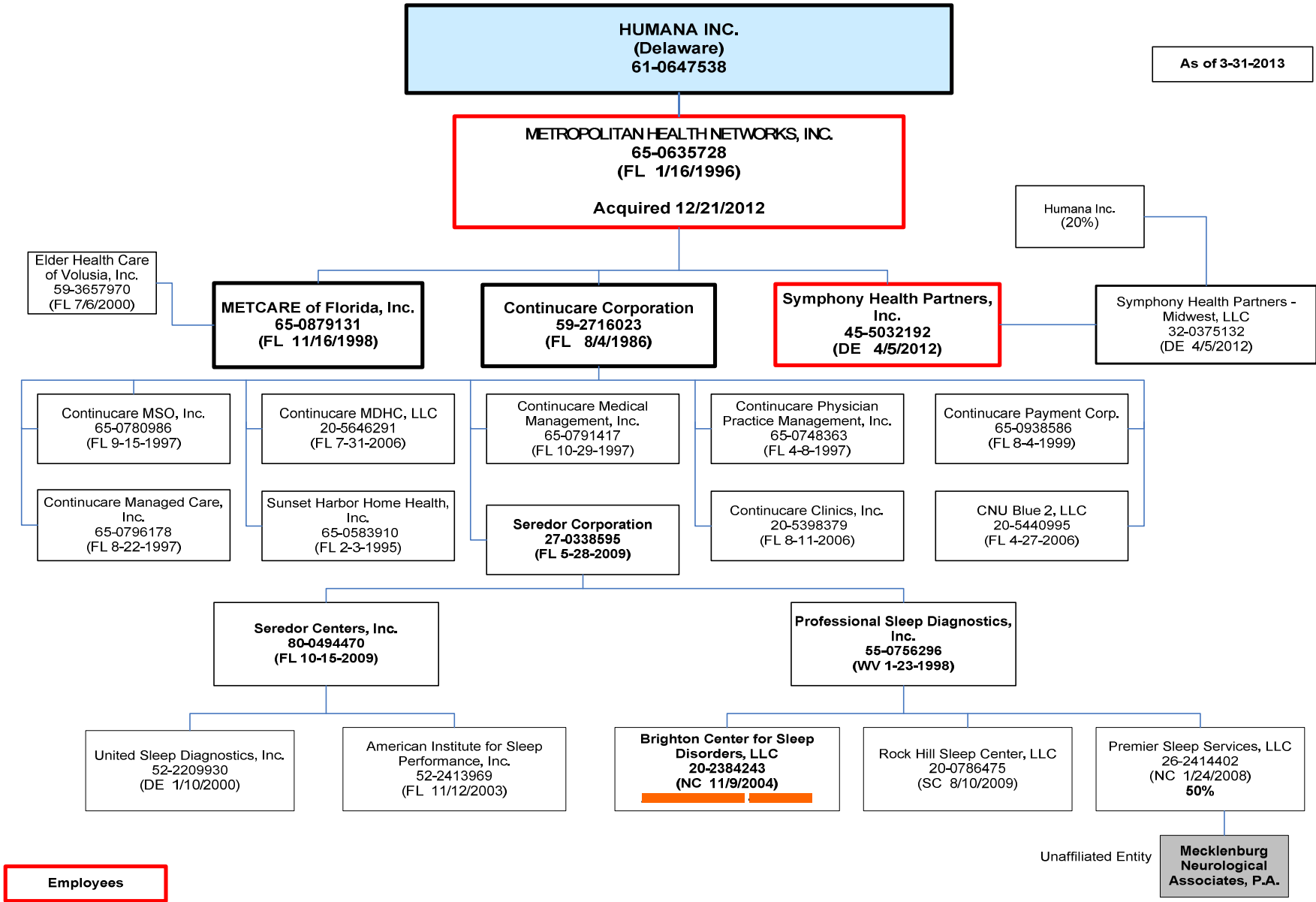


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



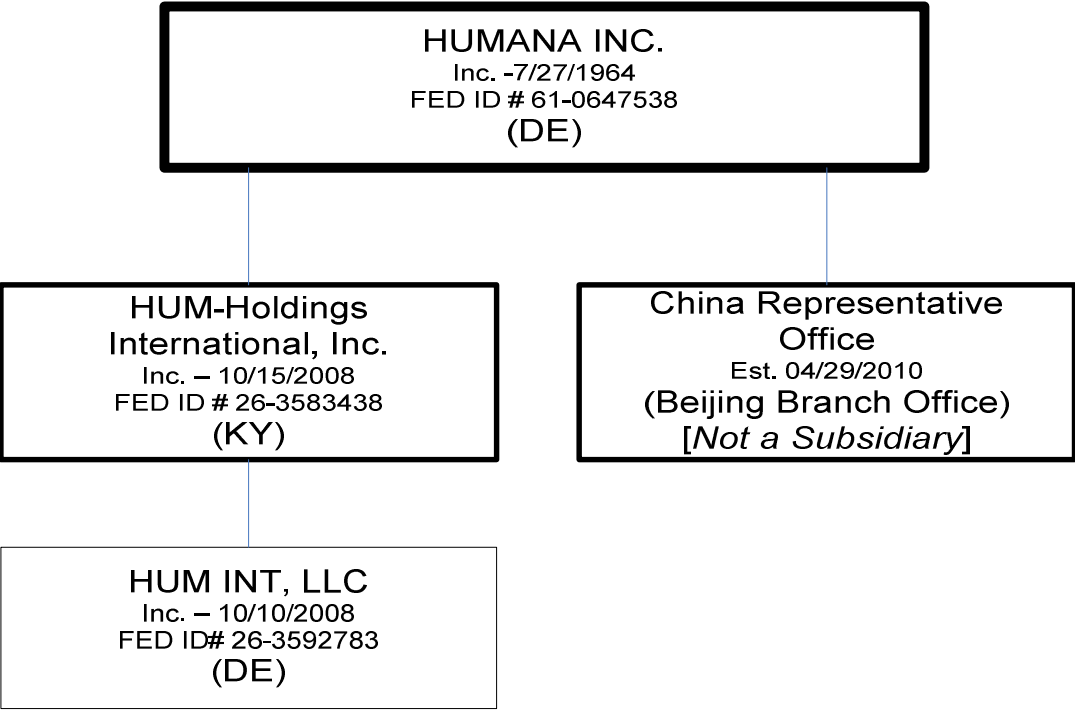
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

15.4



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

HUMANA INTERNATIONAL SUBSIDIARIES



STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	39-1514846.....				CareNetwork, Inc.....	WI.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95885.....	61-1013183.....				Humana Health Plan, Inc.....	KY.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	73288.....	39-1263473.....				Humana Insurance Company.....	WI.....	IA.....	CareNetwork, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
							Humana Employers Health Plan of GA, Inc.....	GA.....	IA.....	Humana Insurance Company.....	Ownership.....	100.0.....	Humana inc.....	.0.....
00119.....	Humana Inc.....	95519.....	58-2209549.....				Humana Insurance Company of Kentucky.....	KY.....	IA.....	Humana Insurance Company.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	60219.....	61-1311685.....				The Dental Concern, Inc.....	KY.....	IA.....	HumanaDental, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	54739.....	52-1157181.....				The Dental Concern, Ltd.....	IL.....	IA.....	HumanaDental, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	52028.....	36-3654697.....				Humana Wisc. Health Org. Ins. Corp.....	WI.....	IA.....	CareNetwork, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95342.....	39-1525003.....				Health Value Management, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1223418.....				Humana Health Ins. Co. of Florida, Inc.....	FL.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	69671.....	61-1041514.....				Humana Health Plan of Ohio, Inc.....	OH.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95348.....	31-1154200.....				Humana Health Plan of Texas, Inc.....	TX.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95024.....	61-0994632.....				Humana Medical Plan, Inc.....	FL.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95270.....	61-1103898.....				Humana Government Business, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1241225.....				Managed Care Indemnity, Inc.....	VT.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1232669.....				Humana MarketPOINT, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1343508.....				Humco, Inc.....	KY.....	NIA.....	Humana Health Plan, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1239538.....				Humana Health Plans of Puerto Rico, Inc.....	PR.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
							Humana Insurance of Puerto Rico, Inc.....	PR.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	84603.....	66-0291866.....				HumanaDental, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1364005.....				HumanaDental Insurance Company.....	WI.....	IA.....	HumanaDental, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	70580.....	39-0714280.....				Emphesys, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1237697.....				Emphesys Insurance Company.....	TX.....	IA.....	Emphesys, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	88595.....	31-0935772.....				Humana Inc.....	DE.....	UDP.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-0647538.....			NYSE	Humana Pharmacy, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1316926.....				HUM-e-FL, Inc.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1383567.....				Comprehensive Health Insights, Inc.....	IL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	42-1575099.....				Humana Health Plan Interests, Inc.....	LA.....	NIA.....	Humana Insurance Company.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	71-0732385.....				Humana Health Benefit Plan of LA, Inc.....	LA.....	IA.....	Humana Health Plan Interests, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95642.....	72-1279235.....				Humana Innovation Enterprises, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	61-1343791.....				Preservation on Main, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	20-1724127.....				CAC-Florida Medical Centers, LLC.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	26-0010657.....				CarePlus Health Plans, Inc.....	FL.....	NIA.....	CPHP Holdings, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	95092.....	59-2598550.....				Corphealth, Inc.....	TX.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.0.....
00119.....	Humana Inc.....	00000.....	75-2043865.....											

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	30-0117876.....				CPHP Holdings, Inc. American Tax Credit Corp GA Fund III, LLC	FL.....	UDP.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	61-1478012.....					DE.....	OTH.....	See Footnote 1.....	Other.....	0.0.....	Humana Inc.....	1.....
00119.....	Humana Inc.....	00000.....	59-3715944.....				Availity, L.L.C.....	DE.....	OTH.....	See Footnote 2.....	Board of Directors.....	0.0.....	Humana Inc.....	2.....
00119.....	Humana Inc.....	00000.....	61-1279716.....				CHA Service Company.....	KY.....	NIA.....	Humana Health Plan, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	95158.....	61-1279717.....				CHA HMO, Inc.....	KY.....	IA.....	CHA Service Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	20-2620891.....				Healthcare E-Commerce Initiative, Inc.....	PR.....	OTH.....	See Footnote 4.....	Other.....	0.0.....	Humana Inc.....	4.....
00119.....	Humana Inc.....	00000.....	20-4835394.....				Humana Active Outlook, Inc.....	KY.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	4.....
00119.....	Humana Inc.....	00000.....	39-1769093.....				Independent Care Health Plan.....	WI.....	OTH.....	See Footnote 5.....	Other.....	100.0.....	Humana Inc.....	5.....
00119.....	Humana Inc.....	00000.....	20-3355580.....				Sensei, Inc.....	DE.....	OTH.....	See Footnote 6.....	Other.....	0.0.....	Humana Inc.....	6.....
00119.....	Humana Inc.....	00000.....	20-5309363.....				515-526W MainSt CondoCouncilofCo-Owners.....	KY.....	NIA.....	Preservation on Main, Inc.....	Ownership.....	100.0.....	Humana Inc.....	6.....
00119.....	Humana Inc.....	00000.....	20-8236655.....				Corphealth Provider Link, Inc.....	TX.....	NIA.....	Corphealth, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	33-0916248.....				DefenseWeb Technologies, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	12634.....	20-2888723.....				Humana Insurance Company of New York.....	NY.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	20-3364857.....				Humana MarketPOINT of Puerto Rico, Inc.....	PR.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	12908.....	20-8411422.....				Humana Medical Plan of Utah, Inc.....	UT.....	IA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	20-8418853.....				Humana Veterans Healthcare Services, Inc.....	DE.....	NIA.....	Humana Government Business, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	95107.....	56-1796975.....				American Dental Plan of N. C., Inc.....	NC.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	11559.....	58-2302163.....				American Dental Providers of Ark., Inc.....	AR.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	52015.....	59-2531815.....				CompBenefits Company.....	FL.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	04-3185995.....				CompBenefits Corporation.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	59-1843760.....				Humana Dental Company.....	FL.....	NIA.....	CompBenefits Corporation.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	11228.....	36-3686002.....				CompBenefits Dental, Inc.....	IL.....	IA.....	Dental Care Plus Management Corporation.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	58-2228851.....				CompBenefits Direct, Inc.....	DE.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	60984.....	74-2552026.....				CompBenefits Insurance Company.....	TX.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	12250.....	63-1063101.....				CompBenefits of Alabama, Inc.....	AL.....	IA.....	HumanaCares, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	58-2198538.....				CompBenefits of Georgia, Inc.....	GA.....	IA.....	HumanaCares, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	36-3512545.....				Dental Care Plus Management Corp.....	IL.....	NIA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	95161.....	76-0039628.....				DentiCare, Inc.....	TX.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	62-1245230.....				Kanawha HealthCare Solutions, Inc.....	TN.....	IA.....	Kanawha Insurance Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	65110.....	57-0380426.....				Kanawha Insurance Company.....	SC.....	IA.....	KMG America Corporation.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	20-1377270.....				KMG America Corporation.....	VA.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	65-0274594.....				HumanaCares, Inc.....	FL.....	NIA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	74-2352809.....				Texas Dental Plans, Inc.....	TX.....	IA.....	Humana Dental Company.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	95754.....	62-1579044.....				Cariten Health Plan Inc.....	TN.....	IA.....	PHP Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	82740.....	62-0729865.....				Cariten Insurance Company.....	TN.....	IA.....	PHP Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	10126.....	65-1137990.....				Humana AdvantageCare Plan, Inc.....	FL.....	IA.....	Humana Medical Plan, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	60052.....	37-1326199.....				Humana Benefit Plan of Illinois, Inc.....	IL.....	OTH.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	19
00119.....	Humana Inc.....	00000.....	26-3473328.....				Humana Health Plan of California, Inc.....	CA.....	IA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	62-1552091.....				PHP Companies, Inc.....	TN.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	95749.....	62-1546662.....				Preferred Hlth Partnership of Tenn., Inc.....	TN.....	IA.....	PHP Companies, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	62-1250945.....				Preferred Health Partnership, Inc.....	TN.....	NIA.....	PHP Companies, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	26-4522426.....				Humana WellWorks LLC.....	DE.....	NIA.....	Health Value Management, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	26-4823524.....				Concentra Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	14224.....	27-3991410.....				Humana Medical Plan of Michigan, Inc.....	MI.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	27-4660531.....				Humana Medical Plan of Pennsylvania, Inc.....	PA.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	86-1050795.....				Hummingbird Coaching Systems LLC.....	OH.....	NIA.....	Corphealth, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	86-1050795.....				The Vitality Group, LLC.....	DE.....	OTH.....	See Footnote 7.....	Ownership.....	25.0	Humana Inc.....	7
00119.....	Humana Inc.....	00000.....	27-4535747.....				HumanaVitality, LLC.....	DE.....	OTH.....	See Footnote 7.....	Ownership.....	75.0	Humana Inc.....	7
00119.....	Humana Inc.....	00000.....	45-2254346.....				Humana Pharmacy Solutions, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	7
00119.....	Humana Inc.....	00000.....	45-3116348.....				HomeCare Health Solutions, Inc.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	20-1981339.....				M.D. Care, Inc.....	CA.....	IA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	77-0540040.....				Anvita, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	00000.....	27-3387971.....				Arcadian Choice, Inc.....	TX.....	NIA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	12628.....	20-5089611.....				Arcadian Health Plan of Georgia, Inc.....	GA.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	11954.....	20-8688983.....				Arcadian Health Plan of Louisiana, Inc.....	LA.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	0
00119.....	Humana Inc.....	13558.....	26-2800286.....				Arcadian Health Plan of New York, Inc.....	NY.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	17
00119.....	Humana Inc.....	12999.....	26-0500828.....				Arcadian Heath Plan of North Carolina, Inc.....	NC.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	17
00119.....	Humana Inc.....	12151.....	20-1001348.....				Arcadian Health Plan, Inc.....	WA.....	IA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	86-0836599.....				Arcadian Management Services, Inc.....	DE.....	NIA.....	Arcadian Management Services, Inc.....	Ownership.....	100.0	Humana Inc.....	17
00119.....	Humana Inc.....	12282.....	20-2036444.....				Humana Regional Health Plan, Inc.....	AR.....	IA.....	Arcadian Management Services, Inc./Arcadia Health Plan, Inc.....	Ownership.....	100.0	Humana Inc.....	18
00119.....	Humana Inc.....	00000.....	20-3585174.....				Valor Healthcare, Inc.....	DE.....	NIA.....	Humana Government Business, Inc.....	Ownership.....	100.0	Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	27-1649291.....				Harris, Rothenberg International Inc.....	NY.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	17
00119.....	Humana Inc.....	00000.....	13-4036798.....				SeniorBridge Family Companies, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0	Humana Inc.....	17

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	27-0200477.....				Ambulatory Care Solutions of Arkansas LLC.....	AR.....	NIA.....	Humana Government Business, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-4179617.....				Ambulatory Care Solutions of Ohio LLC.....	OH.....	NIA.....	Humana Government Business, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	37-1485812.....				Ambulatory Care Solutions, LLC.....	IN.....	NIA.....	Humana Government Business, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	65-0293220.....				54th Street Medical Plaza, Inc.....	FL.....	NIA.....	CAC-Florida Medical Centers, LLC.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	65-0851053.....				154th Street Medical Plaza, Inc.....	FL.....	NIA.....	CAC-Florida Medical Centers, LLC.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	46-1225873.....				Agile Technology Solutions, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	0.....
00119.....	Humana Inc.....	00000.....	80-0072760.....				Certify Data Systems, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	8.....
00119.....	Humana Inc.....	00000.....	20-8602074.....				American Current Care of Arizona, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-3224187.....				American Current Care of Arkansas, P.A.....	AR.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-0656668.....				Amer Current Care of CA, A Med. Corp.....	CA.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-2043667.....				American Current Care of DE, P.A.....	DE.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-2089664.....				American Current Care of HI, Prof. Corp.....	HI.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-2104617.....				American Current Care of MA, P.C.....	MA.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	20-5997415.....				American Current Care of Michigan, P.C.....	MI.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	27-1160021.....				American Current Care of Missouri, P.C.....	MO.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-1809492.....				American Current Care of Nebraska, P.C.....	NE.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-1961910.....				American Current Care of New Jersey PA.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-2018322.....				American Current Care of NC, P.C.....	NC.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-3239475.....				American Current Care of Ohio, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	20-5805198.....				American Current Care, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-2681597.....				Auto Injury Solutions, Inc.....	DE.....	NIA.....	Concentra Integrated Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	01-0510161.....				CM Occupational Health, L.L.C.....	ME.....	NIA.....	See Footnote 8.....	Joint Venture.....	0.0.....	Humana Inc.....	8.....
00119.....	Humana Inc.....	00000.....	20-0114482.....				Concentra Akron, L.L.C.....	DE.....	NIA.....	See Footnote 9.....	Joint Venture.....	100.0.....	Humana Inc.....	9.....
00119.....	Humana Inc.....	00000.....	62-1691148.....				Concentra Arkansas, L.L.C.....	DE.....	NIA.....	See Footnote 10.....	Joint Venture.....	0.0.....	Humana Inc.....	10.....
00119.....	Humana Inc.....	00000.....	75-2510547.....				Concentra Health Services, Inc..	NV.....	NIA.....	Concentra Operating Corporation.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-4823524.....				Concentra Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	04-3363415.....				Concentra Operating Corporation.	DE.....	NIA.....	Concentra Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	04-2658593.....				Concentra Integrated Services, Inc.....	MA.....	NIA.....	National Healthcare Resources, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	76-0546504.....				Concentra Laboratory, L.L.C.....	DE.....	NIA.....	National Healthcare Resources, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	75-2857879.....				Concentra Occ Health Research Institute.....	TX.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	23-2901126.....				Concentra Occ Healthcare Harrisburg, L.P.....	PA.....	NIA.....	See Footnote 11.....	Joint Venture.....	0.0.....	Humana Inc.....	11.....
00119.....	Humana Inc.....	00000.....	75-2678146.....				Concentra Solutions, Inc.....	DE.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	75-2784513.....				Concentra South Carolina, L.L.C.....	DE.....	NIA.....	See Footnote 12.....	Joint Venture.....	0.0.....	Humana Inc.....	12.....
00119.....	Humana Inc.....	00000.....	75-2821236.....				Concentra St. Louis, L.L.C.....	DE.....	NIA.....	See Footnote 13.....	Joint Venture.....	0.0.....	Humana Inc.....	13.....
00119.....	Humana Inc.....	00000.....	27-1743694.....				Concentra Worksite of Arizona, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	27-2935870.....				Concentra Worksite of CA, A Med. Corp.....	CA.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	22-3675361.....				Concentra-UPMC, L.L.C.....	DE.....	NIA.....	See Footnote 14.....	Joint Venture.....	0.0.....	Humana Inc.....	14.....
00119.....	Humana Inc.....	00000.....	86-0751979.....				Managed Prescription Program.....	AZ.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	11-3273542.....				National Healthcare Resources, Inc.....	DE.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	94-3418907.....				Occspecialists Corp., A Medical Corp.....	CA.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	75-2688160.....				Occupational Health Centers of AR, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	77-0469725.....				Occ Health Centers of CA, A Med. Corp.....	CA.....	NIA.....	See Footnote 17.....	Board of Directors.....	100.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	51-0376661.....				Occupational Health Centers of DE, P.A.....	DE.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	58-2285009.....				Occupational Health Centers of GA, P.C.....	GA.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	74-2891603.....				Occ Health Centers of LA, A Prof. Corp.....	LA.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	38-2857561.....				Occupational Health Centers of MI, P.C.....	MI.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	47-0827928.....				Occupational Health Centers of NE, P.C.....	NE.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	22-3473542.....				Occupational Health Centers of NJ, P.A.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	20-3187863.....				Occupational Health Centers of NY, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-2484838.....				Occupational Health Centers of NC, P.C.....	NC.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	26-3239286.....				Occ Health Centers of OH, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....
00119.....	Humana Inc.....	00000.....	86-0750222.....				Occ Health Centers of the Southwest, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....	0.0.....	Humana Inc.....	17.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	75-2014828.....				Occ Health Centers of the Southwest, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	74-2731442.....				OHC of Hawaii, Inc.....	HI.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	04-3353031.....				OHR/Baystate, LLC.....	MA.....	NIA.....	See Footnote 15.....	Joint Venture.....	.....0.0	Humana Inc.....	.....15
00119.....	Humana Inc.....	00000.....	04-3353031.....				OHR/MMC, Limited Liability Company.....	ME.....	NIA.....	See Footnote 16.....	Joint Venture.....	.....100.0	Humana Inc.....	.....16
00119.....	Humana Inc.....	00000.....	98-0445802.....				OMP Insurance Company, Ltd.....	TX.....	NIA.....	Concentra Operating Corporation.....	Ownership.....	.....100.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	20-0513177.....				OnSite OccMed, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	20-2883662.....				Therapy Centers of South Carolina, P.A.....	SC.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	20-3033507.....				Therapy Centers of the Southwest I, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-4101338.....				U.S. MedGroup of Arkansas, P.A.....	AR.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	22-3867212.....				U.S. MedGroup of Delaware, P.A.....	DE.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	20-3760561.....				U.S. MedGroup of Massachusetts, P.C.....	MA.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	75-2972185.....				U.S. MedGroup of Michigan, P.C.....	MI.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....100.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	22-3869772.....				U.S. MedGroup of New Jersey, P.A.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....100.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-3598351.....				U.S. MedGroup of New York, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....100.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-2502158.....				U.S. MedGroup of North Carolina, P.C.....	NC.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	26-3239579.....				U.S. MedGroup of Ohio, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	75-2612924.....				U.S. MedGroup, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	75-2645352.....				U.S. MedGroup, P.A.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	13-3464527.....				Occupational Health + Rehabilitation LLC.....	DE.....	NIA.....	Concentra Health Services, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	27-4757941.....				Concentra Health Care, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	32-0346082.....				Concentra Primary Care, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	45-2897046.....				Concentra Primary Care of New Jersey PA.....	NJ.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	75-2891678.....				Texas MedGroup, P.A.....	TX.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	45-3637057.....				Concentra Primary Care of Arizona, PA.....	AZ.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	45-4041098.....				Concentra Primary Care of Illinois, P.C.....	IL.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	45-4091303.....				Concentra Primary Care of Ohio, P.A., Co.....	OH.....	NIA.....	See Footnote 17.....	Board of Directors.....	.....0.0	Humana Inc.....	.....17
00119.....	Humana Inc.....	00000.....	13-4036798.....				SeniorBridge Family Companies, Inc.....	DE.....	NIA.....	Humana Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-1096853.....				SeniorBridge Family Companies (FL), Inc.....	FL.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	46-0702349.....				SeniorBridge Family Companies (AZ), Inc.....	AZ.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	45-3039782.....				SeniorBridge Family Companies (CA), Inc.....	CA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	27-0452360.....				SeniorBridge Family Companies (CT), Inc.....	CT.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	80-0828590.....				SeniorBridge Family Companies (GA), Inc.....	GA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	20-0301155.....				SeniorBridge Family Companies (IN), Inc.....	IN.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	02-0660212.....				SeniorBridge Family Companies (IL), Inc.....	IL.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	34-2067248.....				SeniorBridge Family Companies (KY), Inc.....	KY.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	45-5299341.....				SeniorBridge Family Companies (LA), Inc.....	LA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	04-3580066.....				SeniorBridge Family Companies (MA), Inc.....	MA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	81-0557727.....				SeniorBridge Family Companies (MD), Inc.....	MD.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	52-2460048.....				SeniorBridge Family Companies (MN), Inc.....	MN.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	46-0677759.....				SeniorBridge Family Companies (MO), Inc.....	MO.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	56-2593719.....				SeniorBridge (NC), Inc.....	NC.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	36-4484449.....				SeniorBridge Family Companies (NJ), Inc.....	NJ.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	36-4484443.....				SeniorBridge Family Companies (NY), Inc.....	NY.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	20-0260501.....				SeniorBridge Family Companies (OH), Inc.....	OH.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	38-3643832.....				SeniorBridge Family Companies (PA), Inc.....	PA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	45-5299154.....				SeniorBridge Family Companies (TN), Inc.....	TN.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	01-0766084.....				SeniorBridge Family Companies (TX), Inc.....	TX.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	56-2593718.....				SeniorBridge (UT), Inc.....	UT.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	.....100.0	Humana Inc.....	.....0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00119.....	Humana Inc.....	00000.....	46-0691871.....				SeniorBridge Family Companies (VA), Inc.....	VA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	57-1226890.....				SeniorBridge (WA), Inc.....	WA.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	46-0764555.....				SeniorBridge Family Companies (WI), Inc.....	WI.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	80-0581269.....				SeniorBridge Care Management, Inc.....	NY.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	13-4106498.....				Cambridge Companions, LLC.....	NY.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	13-4076893.....				Cambridge Personal Care, LLC.....	NY.....	NIA.....	SeniorBridge Family Companies, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	59-2518701.....				Rona Bartelstone Associates, LLC.....	FL.....	NIA.....	SeniorBridge Family Companies (FL), Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-0992582.....				Naples Health Care Specialists, LLC.....	FL.....	NIA.....	SeniorBridge Family Companies (FL), Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-0688221.....				Nursing Solutions, LLC.....	FL.....	NIA.....	SeniorBridge Family Companies (FL), Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	20-0381804.....				1st Choice Home Health Care, LLC.....	FL.....	NIA.....	SeniorBridge Family Companies (FL), Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	26-0815856.....				Care Partners Home Care, LLC.....	FL.....	NIA.....	SeniorBridge Family Companies (FL), Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	45-3713941.....				Complex Clinical Management, Inc.....	FL.....	NIA.....	SeniorBridge Family Companies (FL), Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-0635728.....				Metropolitan Health Networks, Inc.....	FL.....	NIA.....	Humana Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-0879131.....				METCARE of Florida, Inc.....	FL.....	NIA.....	Metropolitan Health Networks, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	59-2716023.....				Continucare Corporation.....	FL.....	NIA.....	Metropolitan Health Networks, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	45-5032192.....				Symphony Health Partners, Inc.....	DE.....	NIA.....	Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-0780986.....				Continucare MSO, Inc.....	FL.....	NIA.....	Continucare Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	20-5646291.....				Continucare MDHC, LLC.....	FL.....	NIA.....	Continucare Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	27-0338595.....				Seredor Corporation.....	FL.....	NIA.....	Continucare Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	65-0791417.....				Continucare Medical Management, Inc.....	FL.....	NIA.....	Continucare Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	32-0375132.....				Symphony Health Partners - Midwest, LLC.....	DE.....	NIA.....	80% Symphony Health Partners, Inc. / 20% Humana Inc.....	Ownership.....	0.0.....		20
00119.....	Humana Inc.....	00000.....	80-0494470.....				Seredor Centers, Inc.....	FL.....	NIA.....	Seredor Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	55-0756296.....				Professional Sleep Diagnostics, Inc.....	WV.....	NIA.....	Seredor Corporation.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	52-2209930.....				United Sleep Diagnostics, Inc.....	DE.....	NIA.....	Seredor Centers, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	52-2413969.....				American Institute for Sleep Performance, Inc.....	FL.....	NIA.....	Seredor Centers, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0
00119.....	Humana Inc.....	00000.....	20-2384243.....				Brighton Center for Sleep Disorders, LLC.....	NC.....	NIA.....	Professional Sleep Diagnostics, Inc.....	Ownership.....	100.0.....	Humana Inc.....	.....0

16.8

16.8

16.8

16.8

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation
7	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC.....
8	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest.....
9	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest.....
10	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest.....
11	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest.....
12	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest.....
13	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest.....
14	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest.....
15	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest.....
16	OHR/MMC, Limited Liability Company is a Main limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest.....
17	Professional Services Relationship/Agreement with Concentra health Services, Inc.....
18	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.....
19	Reporting company.....
20	Ownership is 80% Symphony Health Partners, Inc. and 20% Humana Inc. of Symphony Health Partners Midwest, LLC.....
21	Premier Sleep Services, LLC (50% is owned by an unaffiliated entity) and 50% is owned by Professional Sleep Diagnostics, Inc.. which itself is owned 100% by Seredor Corporation, which itself is owned 100% by Continucare Corporation, which is owned 100% by Metropolitan Health Networks, Inc., which is owned 100% by Humana Inc.....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. This type of business is not written.

Bar Code:

1.



60052201336500001

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	43,983,669	38,728,002
2. Cost of bonds and stocks acquired	4,012,671	15,122,969
3. Accrual of discount	5,287	18,765
4. Unrealized valuation increase (decrease)	118	13,175
5. Total gain (loss) on disposals	1,468	204,476
6. Deduct consideration for bonds and stocks disposed of	1,054,207	9,898,214
7. Deduct amortization of premium	72,453	205,503
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	46,876,552	43,983,669
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	46,876,552	43,983,669

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	40,059,776	62,787,342	59,451,651	(53,321)	43,342,146	0	0	40,059,776
2. Class 2 (a).....	10,430,108	347,742	151,855	426,002	11,051,997	0	0	10,430,108
3. Class 3 (a).....	1,588,674			(439,434)	1,149,240	0	0	1,588,674
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	52,078,558	63,135,084	59,603,506	(66,753)	55,543,382	0	0	52,078,558
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	52,078,558	63,135,084	59,603,506	(66,753)	55,543,382	0	0	52,078,558

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$8,666,830 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	8,666,830	XXX	8,666,830	291	0

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	8,094,889	7,530,491
2. Cost of short-term investments acquired	38,622,708	174,244,098
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	38,050,767	173,679,700
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	8,666,830	8,094,889
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	8,666,830	8,094,889

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	2,899,981
2. Cost of cash equivalents acquired	20,499,705	68,998,528
3. Accrual of discount	295	1,144
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		(324)
6. Deduct consideration received on disposals	20,500,000	0
7. Deduct amortization of premium		71,899,329
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

E04

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E05

E05

E05

E05

E05

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0